

Gogo Inc.
Form 4
May 02, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
THORNE OAKLEIGH

(Last) (First) (Middle)

111 N. CANAL STREET

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Gogo Inc. [GOGO]

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/29/2016		J ⁽¹⁾		11,596,425	D	\$ 0 0	I ⁽¹⁾	By LLCs
Common Stock	04/29/2016		J ⁽²⁾		1,865,382	A	\$ 0 2,838,551	I ⁽³⁾ ⁽⁴⁾	By Trust
Common Stock	04/29/2016		J ⁽⁵⁾		406,012	A	\$ 0 1,637,803	I ⁽⁴⁾ ⁽⁶⁾	By Trust
Common Stock	04/29/2016		J ⁽²⁾		454,072	A	\$ 0 454,072	I ⁽⁴⁾ ⁽⁷⁾	By Trust
Common Stock	04/29/2016		J ⁽²⁾		453,678	A	\$ 0 453,678	I ⁽⁴⁾ ⁽⁸⁾	By Trust
	04/29/2016		J ⁽⁵⁾		64,267	A	\$ 0 800,678	I ⁽⁴⁾ ⁽⁹⁾	By Trusts

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Common Stock									
Common Stock	04/29/2016	J ⁽¹⁰⁾	316,001	A	\$ 0	1,126,752	I ⁽⁴⁾ ⁽¹¹⁾	By Trust	
Common Stock	04/29/2016	J ⁽²⁾	495,845	A	\$ 0	495,845	I ⁽⁴⁾ ⁽¹²⁾	By LLC	
Common Stock						2,756,524	I ⁽⁴⁾ ⁽¹³⁾	By Trust	
Common Stock						639,461	I ⁽⁴⁾ ⁽¹⁴⁾	By Trust	
Common Stock						139,536	I ⁽⁴⁾ ⁽¹⁵⁾	By LLC	
Common Stock						21,299	I ⁽⁴⁾ ⁽¹⁶⁾	By Trusts	
Common Stock						4,980	I ⁽⁴⁾ ⁽¹⁷⁾	By LLC	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

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- (10) Receipt of shares in connection with a pro rata distribution from TACA (Thorne) LLC exempt under Rule 16a-9.
- Reflects shares held by the 2005 Restatement of the Oakleigh Thorne Trust dated June 23, 1997. Mr. Thorne, as trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (11)
- Reflects shares held by Thorndale Co-Investment Holdco, LLC. Mr. Thorne, as the managing member of Thorndale Co-Investment Holdco, LLC, may be deemed to have beneficial ownership of the shares held by Thorndale Co-Investment Holdco, LLC. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (12)
- Reflects shares held by the Trust Under Will of O.L. Thorne FBO Oakleigh B. Thorne. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (13)
- Reflects shares held by the Oakleigh B. Thorne Dynasty Trust 2011. Mr. Thorne, as a co-trustee of the foregoing trust, may be deemed to have beneficial ownership of the shares held by the trust. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (14)
- Reflects shares held by OAP, LLC. Mr. Thorne, as the managing member of OAP, LLC, may be deemed to have beneficial ownership of the shares held by OAP, LLC. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (15)
- Reflects shares held by the Oakleigh Hewson Thorne 1995 Trust, of which Mr. Thorne's son is a beneficiary, and shares held by the Kathryn Fitzsimons Thorne 1997 Trust, of which Mr. Thorne's daughter is a beneficiary. Mr. Thorne, as the trustee of the foregoing trusts, may be deemed to have beneficial ownership of the shares held by the trusts. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (16)
- Reflects shares held by Option 1, LLC. Mr. Thorne is the managing member and Mr. Thorne's spouse is the majority member. Mr. Thorne, as the managing member of Option 1, LLC and the spouse of the majority member of Option 1, LLC, may be deemed to have beneficial ownership of the shares held by Option 1, LLC. Mr. Thorne disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.
- (17)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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